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Hearing Date: Nov. 30, 2006, 10:00 a.m.
Objection Deadline: Nov. 24, 2006, 4:00 p.m.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re

DELPHI CORPORATION, et al.,

Debtors.
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:
: **Chapter 11**
: **Case No. 05-44481 (RDD)**
:
: **(Jointly Administered)**
:

**THYSSENKRUPP WAUPACA, INC.'S RESPONSE TO DEBTORS' SECOND
OMNIBUS OBJECTION (PROCEDURAL) PURSUANT TO 11 U.S.C. § 502(b) AND
FED.R. BANKR. P. 3007 TO CERTAIN (I) EQUITY CLAIMS, (II) CLAIMS
DUPLICATIVE OF CONSOLIDATED TRUSTEE OR AGENT CLAIMS AND (III)
DUPLICATIVE AND AMENDED CLAIMS**

COMES NOW Thyssenkrupp Waupaca, Inc. ("Waupaca") and for its Response to Debtors' Second Omnibus Objection to Waupaca's proofs of claims numbered 9912, 9949, 9913, 9915, 9923, 9936, 9937, 9938, 9965, 9948, 9908, 9909, 9911, 9930, 9931, 9942, 9964, 9966, 9904, 9907, 9919, 9921, 9935, 9939, 9944, 9947, 9967, 9932, 9906, 9929, 9963, 9920, 9941, 9905, 9914, 9918, 9945, 9922, 9933, 9934, and 9903 (collectively, the "Waupaca Claims") and states as follows:

1. Waupaca filed the Waupaca Claims based on goods sold to Delphi Corporation or one of its related entities (the "Delphi Entity" or "Delphi Entities") on or about July 19, 2006.

2. Prior to filing the Waupaca Claims, Waupaca made a good faith attempt to identify the name of the Delphi Entity to whom it believed goods were shipped, and/or who was obligated to pay for such goods.

3. Out of an abundance of caution and to preserve its right to assert a claim against the Delphi Entity, Waupaca filed duplicate claims in each Delphi Entity bankruptcy case. .

4. Debtors assert that the Waupaca Claims should be expunged, and the surviving claim will be claim number 9940 filed against Delphi Automotive Systems LLC in the amount of \$6,678,072.11 (the "Surviving Claim").

5. Waupaca objects to the expungement of the Waupaca Claims, unless the Debtors (1) stipulate in an agreed order that the surviving claim is filed against the correct Delphi Entity; and (2) preserve Waupaca's right to file a proof of claim against the proper Delphi Entity if it is later determined that the Surviving Claim does not reflect the entity indebted to Waupaca.

6. Reply's to the this Response should be directed to the undersigned.

7. The person possessing ultimate authority to reconcile, settle or otherwise resolve the Waupaca Claims the undersigned.

WHEREFORE ThyssenKrupp Waupaca, Inc. prays this Court deny the Debtors' request to expunge the Waupaca Claims unless the expungement is under the conditions set forth in paragraph five of this Response.

Dated: November 22, 2006
Kansas City, MO

Respectfully submitted,

STINSON MORRISON HECKER LLP

By: /s/ Greta A. McMorris
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ATTORNEYS FOR THYSSENKRUPP
WAUPACA, INC.

CERTIFICATE OF SERVICE

THIS IS TO CERTIFY that the undersigned served a copy of the foregoing Thyssenkrupp Waupaca, Inc. Response to Debtors' Second Omnibus Objection (Procedural) Pursuant to 11 U.S.C. §502(B) and Fed.R. Bankr. P. 3007 to Certain (I) Equity Claims, (II) Claims Duplicative of Consolidated Trustee or Agent Claims and (III) Duplicative and Amended Claims by Federal Express to the parties in interest as shown below, at addresses identified in the Second Omnibus Claims Objection and electronically by the Court's ECF System.

Delphi Corporation
Attn: General Counsel
5725 Delphi Drive
Troy, MI 48098

Davis Polk & Wardwell
Attn: Donald Bernstein and Brian Resnick
450 Lexington Avenue
New York, NY 10017

Skadden, Arps, Slate, Meagher & Flom LLP
Attn: John Wm. Butler, Jr.
333 West Wacker Drive, Suite 2100
Chicago, IL 60606

Latham & Watkins LLP
Attn: Robert J. Rosenberg and Mark A. Broude
885 Third Avenue
New York, NY 10022

Simpson Thacher & Bartlett LLP
Attn: Kenneth S. Ziman
425 Lexington Avenue
New York, NY 10017

Fried, Frank, Harris, Shriver & Jacobson LLP
Attn: Bonnie Steingart
One New York Plaza
New York, NY 10004

Office of the United States Trustee
Southern District of New York
Attn: Alicia M. Leonhard
33 Whitehall Street, Suite 2100
New York, NY 10004

In addition, the undersigned submitted a copy, as required by the Notice, by Federal Express to the following:

The Honorable Robert D. Drain
United States Bankruptcy Judge
United States Bankruptcy Court
Southern District of New York
One Bowling Green, Room 632
New York, NY 10004

This the 22nd day of November, 2006.

/s/ Greta A. McMorris
Greta A. McMorris